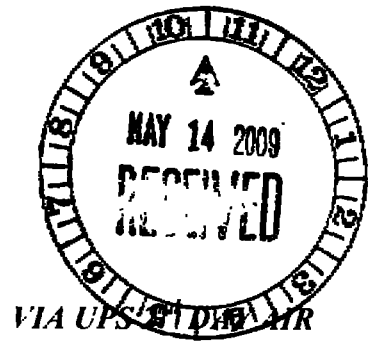


RECORDATION NO. 20992-B FILED

MAY 14 '09

2-30 PM

SURFACE TRANSPORTATION BOARD



May 12, 2009

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 24, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 20992.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: AT & T Railroad Company  
PO Box 29  
Watonga, OK 73772

A description of the railroad equipment covered by the enclosed document is ninety eight (98) 4650/4750 cu. ft. covered hopper cars: with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Sr. Rail Documentation Specialist

Enclosures

(ATT 1013)

RECORDATION NO 20992-B FILED

MAY 14 '09

2-30 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO. ATLT013

MEMORANDUM OF LEASE

24th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of April, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and A T & L Railroad Company, Inc. ("Lessee"), an Oklahoma corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 8, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 24<sup>th</sup> day of April, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of April, 2009.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

A T & L RAILROAD COMPANY, INC.

By: \_\_\_\_\_

Name: Mike Mahoney

Title: President

**ATTEST:**

By: Richard M. Cowan

Name: Richard M. Cowan

Title: Secretary

Executed on this 17 day of April, 2009.

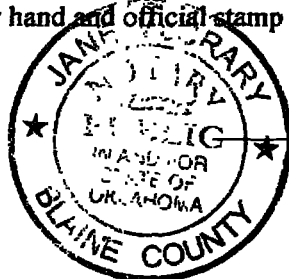
[CORPORATE SEAL] No Seal

STATE OF Oklahoma

COUNTY OF Blaine

I, Jane McCrary, a Notary Public of the County and State aforesaid, certify that Mike Mahoney personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of Apr., 09.



Jane McCrary  
Notary Public

Commission Expires:

Comm # 01011505  
(Notary Public)  
Expires 7-19-2009

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:                      Ninety-eight (98)

DESCRIPTION OF CARS:              4650/4750 cu. ft. Covered Hopper Cars, non-lined, 3  
   compartment and 263,000/268,000 TWR.

CAR NUMBERS:

NOKL 475121	NOKL 823364	NOKL 827420
NOKL 475295	NOKL 823367	NOKL 827939
NOKL 475297	NOKL 823371	NOKL 827975
NOKL 475302	NOKL 823372	NOKL 829182
NOKL 475319	NOKL 823399	NOKL 832142
NOKL 818450	NOKL 823404	NOKL 833611
NOKL 820500	NOKL 823405	NOKL 833636
NOKL 820502	NOKL 823410	NOKL 833641
NOKL 820505	NOKL 823417	NOKL 833647
NOKL 820507	NOKL 823419	NOKL 833654
NOKL 820508	NOKL 823425	NOKL 833658
NOKL 820509	NOKL 823429	NOKL 833666
NOKL 820510	NOKL 823434	NOKL 833667
NOKL 820511	NOKL 823479	NOKL 833669
NOKL 820514	NOKL 823500	NOKL 833689
NOKL 820516	NOKL 823508	NOKL 833693
NOKL 820520	NOKL 823532	NOKL 833695
NOKL 820526	NOKL 823590	NOKL 833696
NOKL 820527	NOKL 823591	NOKL 833700
NOKL 820528	NOKL 823592	NOKL 833703
NOKL 820533	NOKL 823593	NOKL 833709
NOKL 820538	NOKL 823595	NOKL 833725
NOKL 820545	NOKL 823596	NOKL 833731
NOKL 820546	NOKL 823597	NOKL 833742
NOKL 820628	NOKL 823598	NOKL 833749
NOKL 820632	NOKL 823599	NOKL 833763
NOKL 820635	NOKL 823600	
NOKL 820636	NOKL 823601	
NOKL 820638	NOKL 823602	
NOKL 820647	NOKL 823603	
NOKL 821481	NOKL 823604	
NOKL 822962	NOKL 823605	
NOKL 822968	NOKL 826961	
NOKL 823083	NOKL 827237	
NOKL 823349	NOKL 827312	
NOKL 823354	NOKL 827327	